

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
LORDSTOWN MOTORS CORP., <i>et al.</i> , <sup>1</sup>	)	Case No. 23-10831 (MFW)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	Docket No. 477

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**DECLARATION OF ANDREW L. SOLE, ON BEHALF OF ESOPUS  
CREEK VALUE SERIES FUND LP – SERIES “A”, AS CHAIRPERSON  
OF THE OFFICIAL COMMITTEE OF EQUITY HOLDERS OF LORDSTOWN  
MOTORS CORP., ET AL., IN SUPPORT OF THE APPLICATION FOR ORDER  
AUTHORIZING THE EMPLOYMENT AND RETENTION OF BROWN RUDNICK  
LLP AS COUNSEL THEREFOR, *NUNC PRO TUNC* TO SEPTEMBER 7, 2023**

Pursuant to 28 U.S.C § 1746, I, Andrew L. Sole, hereby submit this declaration (the “Declaration”) under penalty of perjury:

1. My name is Andrew L. Sole, I am over the age of 21 and am competent in all respects to make this Declaration. I am an authorized representative of Esopus Creek Value Series Fund LP – Series “A” (“Esopus”), a member of the Official Committee of Equity Security Holders (the “Equity Committee”) of the above-captioned debtors and debtors in possession (the “Debtors”), with authority to execute this Declaration on behalf of and in support of the Equity Committee’s *Application for Order Authorizing the Employment and Retention of Brown Rudnick LLP as Counsel for the Official Committee of Equity Security Holders of Lordstown Motors Corp., et al., Nunc Pro Tunc to September 7, 2023* (the “Application”) [Docket No. 477]<sup>2</sup> to retain Brown Rudnick LLP (“Brown Rudnick”) as counsel pursuant to section 1103 of chapter 11 of title 11 of

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors’ service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

<sup>2</sup> Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Application.

the United States Code (the “Bankruptcy Code”) and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). I make this Declaration solely on behalf of Esopus in its capacity as chair and a member of the Equity Committee, and not in any personal capacity. The facts set forth in this Declaration are based upon my personal knowledge, my review of the relevant documents, information provided to me or verified by Equity Committee counsel, and my personal opinion based upon my experience, knowledge, and information provided to me.

2. I have reviewed and am familiar with the Application. In support of the Application, the Equity Committee relies upon the Stark Declaration, which is attached thereto as **Exhibit B**.

3. The Equity Committee selected Brown Rudnick as counsel and Morris James LLP as its Delaware counsel on September 7, 2023. The Equity Committee selected Brown Rudnick because of its extensive experience representing official committees in the largest and most complex chapter 11 cases. The Equity Committee understands that since its appointment, Brown Rudnick has been working closely with other Equity Committee professionals, the Debtors, the Official Committee of Unsecured Creditors, and other parties-in-interest to develop a consensual resolution for these Chapter 11 cases. The Equity Committee believes that Brown Rudnick is well qualified and particularly able to represent the Equity Committee in these cases in an efficient and timely manner.

4. The members of the Equity Committee have reviewed Brown Rudnick’s standard hourly rates for bankruptcy services, as set forth in the Application. Based upon representations made to the Equity Committee by Brown Rudnick, the Equity Committee understands that those rates are generally consistent with Brown Rudnick’s rates for comparable non-bankruptcy engagements and the billing rates and terms of other comparably skilled firms for providing similar

services. Based on these representations and prior experiences of the Equity Committee members in bankruptcy matters, the Equity Committee believes these rates are reasonable.

5. The Equity Committee will approve a prospective budget and staffing plan provided by Brown Rudnick, recognizing that, in the course of large chapter 11 cases like these, it is possible that there may be unforeseen issues that arise leading to fees and expenses incurred not contemplated under the initial budget. The Equity Committee further recognizes that it is its responsibility to closely monitor the billing practices of its professionals to ensure the fees and expenses paid by the estates remain consistent with the Equity Committee's expectations and the exigencies of these Cases. The Equity Committee will continue to review the invoices that Brown Rudnick regularly submits, and, together with Brown Rudnick, periodically amend any budget and staffing plans as warranted.

6. I am authorized to submit this Declaration on behalf of the Equity Committee, and if called upon to testify, I would testify competently to the facts set forth herein.

*[Remainder of Page Intentionally Left Blank.]*

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States, that the foregoing statements are true and correct.

Dated: October 12, 2023

THE OFFICIAL COMMITTEE OF  
EQUITY SECURITY HOLDERS OF  
LORDSTOWN MOTORS CORP., *et al.*

By: /s/  Andrew Sole (Oct 12, 2023 17:36 EDT)

Andrew L. Sole on behalf of Esopus Creek  
Value Series Fund LP – Series “A”, solely in  
his capacity as Chairperson to the Official  
Committee of Equity Security Holders